



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604

No. 6 120A061

Date 4-30-86

Fee \$ 10.00

ICC Washington, D.C.

April 28, 1986

REGISTRATION NO. 14711-C

APR 30 1986 11 42 AM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series 5, Supplement No. 3,  
dated April 1, 1986

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 3, dated as of April 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of April 1, 1985.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14711.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, IL 60604

The Trustee:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series 5, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

*Completed  
Mr. Bayne*

APR 30 11 30 AM '86  
RECORDED  
INDEXED

Interstate Commerce Commission  
April 28, 1986  
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

*Gus Svolos /lbm*  
Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

100-41114-05  
71-10032  
APR 30 11 35 AM '86  
ACTON, MASS. - SMT

## EQUIPMENT TRUST, SERIES 5

## SCHEDULE A

Quantity	Type/Manufacturer	Estimated Remanufacturing Cost	
		Per Unit	Total
7	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SDP40F2; ATSF, Remanufacturer; Nos. 5261, to 5267, both inclusive . . .	\$519,000	\$ 3,633,000
22	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38, ATSF, Remanufacturer; Nos. 2302, 2307, 2309, 2311, 2313, 2321, 2322, 2326, 2327, 2329, 2335, 2336, 2338, 2339, 2340, 2341, 2343, 2345, 2349, 2353, 2355, and 2358 . . . . .	\$443,870	\$ 9,765,140
20	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-39, ATSF, Remanufacturer, Nos. 1556 to 1575, both inclusive . . . .	\$408,400	\$ 8,168,000
24	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45, ATSF, Remanufacturer; Nos. 5381 to 5404, both inclusive . . . .	\$433,729	\$10,409,496
9	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2, ATSF, Remanufacturer; Nos. 7200 to 7208, both inclusive . . . .	\$564,222	\$ 5,077,998
37	3600 HP Diesel Electric Locomotives, Original General Electric Model U36C, ATSF, Remanufacturer; Nos. 9500 to 9536, both inclusive . . . .	\$515,946	\$19,090,002
1	Diesel Electric Locomotives to be described by HP, model and number by Supplement to the Agreement and this Schedule A . . . . .	\$564,000	\$ 564,000

(Revised 4/86)

Quantity	Type/Manufacturer	Estimated Remanufacturing Cost	
		Per Unit	Total
20	2250 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2704, 2705, 2716, 2721, 2727, 2731, 2732, 2734, 2736, 2743, 2745, 2747, 2748, 2753, 2754, 2764, 2770, 2773, 2780 and 2783 . .	\$305,960	\$6,119,200
22	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2805, 2811, 2821, 2823, 2825, 2837, 2839, 2842, 2845, 2846, 2850, 2851, 2853, 2859, 2863, 2865, 2867, 2871, 2872, 2896, 2911 and 2942 . . . . .	\$305,960	\$6,731,120
4	3600 HP Diesel Electric Locomotives (16 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5434 to 5437, both inclusive . . . . .	\$662,490	\$2,649,960
21	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5325 to 5342 and 5344 to 5346, all inclusive . . . . .	\$380,120	\$7,982,520
10	3600 HP Diesel Electric Locomotives SDF-45, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5953, 5955, 5956, 5959, 5965, 5970, 5972, 5975, 5976 and 5981 . .	\$424,580	\$4,245,800
6	3600 HP Diesel Electric Locomotives SDFP-45, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5996, 5998, 5990, 5991, 5992 and 5997 . . . . .	\$386,710	\$2,320,260

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
9	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9543, 9544, 9545, 9546, 9547, 9548, 9549, 9550 and 9551 . . . . .	\$535,353	\$ 4,818,177
5	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7219, 7220, 7221, 7222 and 7223 . .	\$604,000	<u>\$ 3,020,000</u>
<hr/>			
217	Total . . . . .		<u>\$94,594,673</u>

14711-C  
APR 11 1986  
INTERSTATE COMMERCE COMMISSION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES 5

SUPPLEMENT NO. 3, dated as of April 1, 1986, to the Equipment Trust Agreement, dated as of April 1, 1985 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 5, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee;

WHEREAS, Sections 4.1, 4.4(a) and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following items of remanufactured standard gauge diesel electric locomotives (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
9	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9543, 9544, 9545, 9546, 9547, 9548, 9549, 9550 and 9551 . . . . .	\$535,353	\$4,818,177
5	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7219, 7220, 7221, 7222 and 7223 . .	\$604,000	<u>\$3,020,000</u>
14	TOTAL ADDITIONAL EQUIPMENT		<u>\$7,838,177</u>

2. In accordance with Sections 4.1, 4.4(a) and 5.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.


4. In accordance with Sections 5.6 and 7.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By   
Executive Vice President

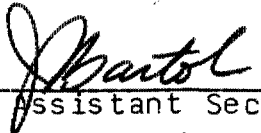
ATTEST:

  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee


By   
Vice President

ATTEST:

  
Assistant Secretary


STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 21st day of April, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
John Thomas  
Notary Public

(Notarial Seal)  
My Commission Expires Feb. 3, 1988  
My Commission Expires

On this 25th day of April, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
T. Muzquiz  
Notary Public  
T. MUZQUIZ

(Notarial Seal)  
My Commission Expires JULY 12, 1989

## EQUIPMENT TRUST, SERIES 5

## SCHEDULE A

Quantity	Type/Manufacturer	Estimated Remanufacturing Cost	
		Per Unit	Total
7	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SDP40F2; ATSF, Remanufacturer; Nos. 5261, to 5267, both inclusive . . .	\$519,000	\$ 3,633,000
22	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38, ATSF, Remanufacturer; Nos. 2302, 2307, 2309, 2311, 2313, 2321, 2322, 2326, 2327, 2329, 2335, 2336, 2338, 2339, 2340, 2341, 2343, 2345, 2349, 2353, 2355, and 2358 . . . . .	\$443,870	\$ 9,765,140
20	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-39, ATSF, Remanufacturer, Nos. 1556 to 1575, both inclusive . . . .	\$408,400	\$ 8,168,000
24	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45, ATSF, Remanufacturer; Nos. 5381 to 5404, both inclusive . . . .	\$433,729	\$10,409,496
9	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2, ATSF, Remanufacturer; Nos. 7200 to 7208, both inclusive . . . .	\$564,222	\$ 5,077,998
37	3600 HP Diesel Electric Locomotives, Original General Electric Model U36C, ATSF, Remanufacturer; Nos. 9500 to 9536, both inclusive . . . .	\$515,946	\$19,090,002
1	Diesel Electric Locomotives to be described by HP, model and number by Supplement to the Agreement and this Schedule A . . . . .	\$564,000	\$ 564,000

Quantity	Type/Manufacturer	Estimated Remanufacturing Cost	
		Per Unit	Total
20	2250 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2704, 2705, 2716, 2721, 2727, 2731, 2732, 2734, 2736, 2743, 2745, 2747, 2748, 2753, 2754, 2764, 2770, 2773, 2780 and 2783 . .	\$305,960	\$6,119,200
22	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2805, 2811, 2821, 2823, 2825, 2837, 2839, 2842, 2845, 2846, 2850, 2851, 2853, 2859, 2863, 2865, 2867, 2871, 2872, 2896, 2911 and 2942 . . . . .	\$305,960	\$6,731,120
4	3600 HP Diesel Electric Locomotives (16 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5434 to 5437, both inclusive . . . . .	\$662,490	\$2,649,960
21	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5325 to 5342 and 5344 to 5346, all inclusive . . . . .	\$380,120	\$7,982,520
10	3600 HP Diesel Electric Locomotives SDF-45, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5953, 5955, 5956, 5959, 5965, 5970, 5972, 5975, 5976 and 5981 . .	\$424,580	\$4,245,800
6	3600 HP Diesel Electric Locomotives SDFP-45, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5996, 5998, 5990, 5991, 5992 and 5997 . . . . .	\$386,710	\$2,320,260

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
9	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9543, 9544, 9545, 9546, 9547, 9548, 9549, 9550 and 9551 . . . . .	\$535,353	\$ 4,818,177
5	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7219, 7220, 7221, 7222 and 7223 . .	\$604,000	<u>\$ 3,020,000</u>
<hr/>			
217	Total . . . . .		<u>\$94,594,673</u>